

05-21-1998

|  |  |
|--|--|
| <p>5/15/98</p> <p style="text-align: center;">R</p> <p style="text-align: center;">100717458</p> <p style="text-align: center;">U.S. DEPARTMENT OF COMMERCE<br/>Patent and Trademark Office</p>  |  |
| <p>To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.</p>  |  |
| <p>1. Name of Party(ies) conveying an interest:</p> <p>Stagnito Communications Incorporated<br/>241 Forsgate Drive<br/>Jamesburg, New Jersey 08831</p> <p><input type="checkbox"/> Individual(s)<br/><input type="checkbox"/> General Partnership<br/><input checked="" type="checkbox"/> Corporation <u>Delaware</u><br/><input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>First Union National Bank, As Agent</u><br/>Street Address: <u>301 South College Street, 5th Floor</u><br/>Internal Address: <u>One First Union Center</u><br/>City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28288</u></p> <p><input type="checkbox"/> Individual(s) citizenship<br/><input type="checkbox"/> Association<br/><input type="checkbox"/> General Partnership<br/><input type="checkbox"/> Limited Partnership<br/><input type="checkbox"/> Corporation<br/><input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment<br/><input type="checkbox"/> Security Agreement<br/><input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u></p> <p><input type="checkbox"/> Merger<br/><input type="checkbox"/> Change of Name</p> <p>Effective Date: <u>March 31, 1997</u></p>   | <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>N/A</u></p> <p>B. Trademark Registration No.(s): <u>1,871,304</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>  |
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u><br/>Internal Address: <u>Moore &amp; Van Allen, PLLC</u><br/>Street Address: <u>2200 West Main Street, Suite 800</u><br/>City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>   | <p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.4): ..... \$ <u>40.00</u><br/><input checked="" type="checkbox"/> Enclosed<br/><input checked="" type="checkbox"/> Authorized to be charged to deposit account <u>E</u><br/>(Any Deficiency)</p> <p>8. Deposit account number:<br/><u>13-4365</u><br/>(Attach duplicate copy of this form if paying by deposit account):</p>   |
| DO NOT USE THIS SPACE  |  |
| <p>9. Statement and signature.</p> <p><i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i></p> <p><u>Mark H. Webbink, Esq.</u> <u>[Signature]</u> <u>5/8/98</u><br/>Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document. <u>5</u></p>  |  |
| <p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks<br/>Box Assignments<br/>Washington, D.C. 20231</p>  | <p style="text-align: center;">CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.</p> <p><u>TIM KROLL</u><br/>(Typed or printed name of person signing the certificate)</p> <p><u>Tim Kroll</u><br/>(Signature of the person signing the certificate)</p> <p><u>5/8/98</u><br/>(Date of Signature)</p>  |

05/19/1998 DC0ATES 00000230 1871304

01 FC:481

40.00 DP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 31, 1997, as amended (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

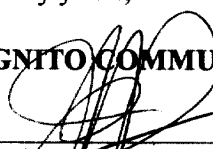
TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark<br><u>Item</u> | Date of<br><u>Trademark</u> |
|----------------------|---|-----------------------------|
| 1,871,304            | CANDY INDUSTRY                          | January 4, 1994             |

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

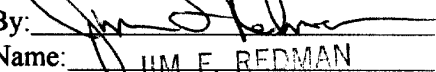
Very truly yours,

**STAGNITO COMMUNICATIONS INCORPORATED**

By:   
Name: John D. Hawessey  
Title: President / CEO

Acknowledged and Accepted:

**FIRST UNION NATIONAL BANK,  
as Administrative Agent**

By:   
Name: JIM F. REDMAN  
Title: SENIOR VICE PRESIDENT